



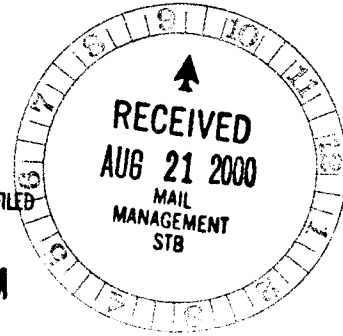
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August 18, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. **23055** FILED
AUG 22 '00 3-54 AM
TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 30, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: CONOCO INC.
P.O. Box 2197, Houston, TX 77252-2197

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: CONOCO INC., covering (31) 4750 c.f. covered hopper railcars with reporting marks and numbers – CEFX 15412, 15414, 15416-19, 15424, 15428-29, 15435-36, 15439-41, 15447, 15450-52, 15454, 15458, 15460-61, 15463, 15652, 15680, 15720, 15733, 15736, 15751, 15764, 15769.

Please file this memorandum as a primary document with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

Enclosure/sll

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30th day of June, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CONOCO INC., a Delaware corporation, with an address at P.O. Box 2197, Houston, TX 77252-2197 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

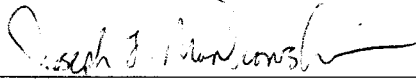
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 30, 2000 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.


I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CONOCO INC.

By: 
Name: E.L. OSNLO
Title: VICE PRESIDENT

*HS
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SURFACE TRANSPORTATION BOARD TS

Schedule A

Quantity	Equipment Description	Reporting Marks and Numbers
31	4750 c.f. covered hopper railcars with gravity gates and trough hatches	CEFX 15412
		CEFX 15414
		CEFX 15416
		CEFX 15417
		CEFX 15418
		CEFX 15419
		CEFX 15424
		CEFX 15428
		CEFX 15429
		CEFX 15435
		CEFX 15436
		CEFX 15439
		CEFX 15440
		CEFX 15441
		CEFX 15447
		CEFX 15450
		CEFX 15451
		CEFX 15452
		CEFX 15454
		CEFX 15458
		CEFX 15460
		CEFX 15461
		CEFX 15463
		CEFX 15652
		CEFX 15680
		CEFX 15720
		CEFX 15733
		CEFX 15736
		CEFX 15751
		CEFX 15764
		CEFX 15769